

Exhibit B

Declaration of Ann C. DeLuce

**IN THE UNITED STATES DISTRICT COURT FOR
THE SOUTHERN DISTRICT OF NEW YORK**

ALBERT T. BEANE, JR.,	§	
	§	Case No. 1:07-cv-09444-RMB
<i>Plaintiff,</i>	§	
	§	
v.	§	
	§	
THE BANK OF NEW YORK MELLON, BNY	§	
CONVERGEX EXECUTION SOLUTIONS LLC	§	
AND CALLAN ASSOCIATES, INC.	§	
	§	
<i>Defendants.</i>	§	

DECLARATION OF ANN C. DELUCE

I, Ann C. DeLuce, declare and state as follows:

1. I am the Executive Vice President of Legal and Corporate Communications at Callan Associates, Inc., a named defendant in the above-captioned matter. I offer this Declaration in support of the joint motion of the defendants Bank of New York Mellon, BNY ConvergEx Solutions LLC (the “BNY Defendants”) and Callan Associations, Inc. (“Callan”) to dismiss plaintiff’s complaint. The statements set forth in this Declaration are based upon my personal knowledge, upon information that I acquired during the regular performance of my duties as Executive Vice President of Callan, and from reports and records kept in the course of Callan’s regularly conducted business activity, and which reports it was Callan’s regular practice to make.

2. Callan received \$1,494,508.67 from the Federal-Mogul Corporation Pension Plan during the period of October 1, 1998 to December 31, 2006. The Federal-Mogul Corporation Pension Plan was billed by calendar year as follows:

10/1-12/31/98	\$56,466.63
1999	\$297,030.97

Apr 17 08 09:47a De Luce

925-285-9560

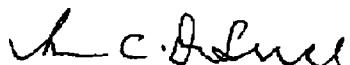
p.2

2000	\$429,294.63
2001	\$267,991.44
2002	\$132,112.50
2003	\$93,612.50
2004	\$123,000.00
2005	\$95,000.00
2006	\$0.00

A copy of the relevant billing invoices and reports to the Federal-Mogul Corporation Pension Plan for each calendar year is attached as Exhibit A.

I state under penalty of perjury that the foregoing is true and correct.

San Francisco, California
April 17, 2008



Ann C. DeLuce

Exhibit A

CALLAN ASSOCIATES^{INC}



INVOICE AND STATEMENT

INVOICE #: 9812061-IN
 DATE: DECEMBER 31, 1998
 CLIENT #: 0000800
 CNSLT: RG
 PAGE #: 1

SAN FRANCISCO

NEW YORK

CHICAGO MS. SHIRLEY R. HAY
 ATLANTA FEDERAL-MOGUL CORPORATION
 DENVER DEFINED BENEFIT PLAN
 26555 NORTHWESTERN HIGHWAY
 SOUTHFIELD, MI 48034

PREVIOUS BALANCE: \$56,466.63

PLEASE NOTE: CHASE CHECK #340148 DATED 12/23/98
 IN THE AMOUNT OF \$56,466.63 WAS REC'D ON
 1/06/98 AND WILL BE CREDITED ON YOUR JANUARY
 1999 INVOICE AND STATEMENT.

THANK YOU AND HAPPY NEW YEAR !

CONSULTING SERVICES:

NO BILLING THIS MONTH

\$.00

TOTAL CONSULTING SERVICES: \$.00

TOTAL BALANCE DUE: \$56,466.63

YEAR TO DATE SUMMARY:

CARRYOVER BALANCE FROM PREVIOUS YR	+ FEES CHARGED	- CASH PAYMENTS	- CASH CREDITS	TOTAL BALANCE DUE
\$.00	\$56,466.63	\$.00	\$.00	\$56,466.63

	56466.63				56466.63
Current	30 - 60	61 - 90	91 - 180	181+	Total Due

CALLAN ASSOCIATES^{INC}

INVOICE AND STATEMENT

INVOICE #: 9912496-IN
 DATE: DECEMBER 31, 1999
 CLIENT #: 0000800
 CNSLT: RG
 PAGE #: 1

SAN FRANCISCO

NEW YORK

CHICAGO MS. SHIRLEY R. HAY
 ATLANTA FEDERAL-MOGUL CORPORATION
 DENVER DEFINED BENEFIT PLAN
 26555 NORTHWESTERN HIGHWAY
 SOUTHFIELD, MI 48034

PREVIOUS BALANCE:	\$ 105,799.11
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CONSULTING SERVICES:	\$.00
NO BILLING THIS MONTH	-----

TOTAL CONSULTING SERVICES:	\$.00
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TOTAL BALANCE DUE:	\$ 105,799.11
	=====

YEAR TO DATE SUMMARY:

CARRYOVER BALANCE	+ FEES CHARGED	- CASH PAYMENTS	- CASH CREDITS	TOTAL BALANCE DUE
FROM PREVIOUS YR				
\$56,466.63	\$297,030.97	(\$247,698.49)	\$.00	\$105,799.11

	105799.11				105799.11
Current	30 - 60	61 - 90	91 - 180	181+	Total Due

Run Date: 04/17/08 SEG CALLAN ASSOCIATES INC.
R/M Date: 03/31/08 BILLING HISTORY BY INVOICE

Page: 1
Time: 09:57 AM

LINE DATE	WORK WORK CODE CODE DESCRIPTION	EMPY CODE	INVOICE NUMBER
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FEDERAL-MOGUL CORP DEFINED 0000800

BILLING ACTIVITY FOR THE YEAR '00

FOR DATE: 01/00

01/31/00 AX	NAMED FIDUCIARY CONSULTING	RAG	\$105,963.27	0001071
DATE 01/00 TOTAL				\$105,963.27
=====				

FOR DATE: 05/00

05/31/00 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$109,637.36	0005043
DATE 05/00 TOTAL				\$109,637.36
=====				

FOR DATE: 09/00

09/30/00 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$108,486.70	0009182
DATE 09/00 TOTAL				\$108,486.70
=====				

FOR DATE: 11/00

11/30/00 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$105,207.30	0011178
DATE 11/00 TOTAL				\$105,207.30
=====				

BILLING ACTIVITY '00 TOTAL: \$429,294.63

FEDERAL-MOGUL CORP DEFINED TOTAL: \$429,294.63

REPORT TOTAL: \$429,294.63

Run Date: 04/17/08 SEG CALLAN ASSOCIATES INC.
 R/M Date: 03/31/08 BILLING HISTORY BY INVOICE

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LINE DATE	WORK CODE CODE DESCRIPTION	EMPTY CODE	INVOICE NUMBER
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FEDERAL-MOGUL CORP DEFINED 0000800

BILLING ACTIVITY FOR THE YEAR '01

FOR DATE: 02/01

02/28/01 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$101,108.69	0102076

		DATE 02/01 TOTAL	\$101,108.69	=====
			=====	

FOR DATE: 05/01

05/31/01 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$92,706.80	0105118

		DATE 05/01 TOTAL	\$92,706.80	=====
			=====	

FOR DATE: 08/01

08/31/01 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$30,842.62	0108079
08/31/01 CP4	BUNDLED CONSULTING & RPTS	RAG	\$32,500.00	0108079

		DATE 08/01 TOTAL	\$63,342.62	=====
			=====	

FOR DATE: 10/01

10/17/01 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$30,842.62	0110001
10/18/01 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$30,842.62	0110002
10/17/01 CP4	BUNDLED CONSULTING & RPTS	RAG	\$32,500.00	0110001
10/18/01 CP4	BUNDLED CONSULTING & RPTS	RAG	\$10,833.33	0110002

		DATE 10/01 TOTAL	\$21,666.67	=====
			=====	

FOR DATE: 11/01

11/30/01 CP4	BUNDLED CONSULTING & RPTS	RAG	\$32,500.00	0110130

		DATE 11/01 TOTAL	\$32,500.00	=====
			=====	
		BILLING ACTIVITY '01 TOTAL:	\$267,991.44	=====
			=====	
		FEDERAL-MOGUL CORP DEFINED TOTAL:	\$267,991.44	=====
			=====	
		REPORT TOTAL:	\$267,991.44	=====
			=====	

Run Date: 04/17/08 SEG CALLAN ASSOCIATES INC.
R/M Date: 03/31/08 BILLING HISTORY BY INVOICE

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Time: 09:57 AM

LINE DATE	WORK CODE DESCRIPTION	EMPTY CODE	INVOICE NUMBER
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FEDERAL-MOGUL CORP DEFINED 0000800

BILLING ACTIVITY FOR THE YEAR '02

FOR DATE: 02/02

02/28/02 CP4	BUNDLED CONSULTING & RPTS	RAG	\$32,500.00	0202340

		DATE 02/02 TOTAL	\$32,500.00	=====
			=====	

FOR DATE: 05/02

05/31/02 CP4	BUNDLED CONSULTING & RPTS	RAG	\$32,500.00	0205091

		DATE 05/02 TOTAL	\$32,500.00	=====
			=====	

FOR DATE: 08/02

08/31/02 CP4	BUNDLED CONSULTING & RPTS	RAG	\$33,556.25	0208138

		DATE 08/02 TOTAL	\$33,556.25	=====
			=====	

FOR DATE: 11/02

11/30/02 CP4	BUNDLED CONSULTING & RPTS	RAG	\$33,556.25	0211094

		DATE 11/02 TOTAL	\$33,556.25	=====
			=====	

BILLING ACTIVITY '02 TOTAL: \$132,112.50

FEDERAL-MOGUL CORP DEFINED TOTAL: \$132,112.50

REPORT TOTAL: \$132,112.50

Run Date: 04/17/08 SEG CALLAN ASSOCIATES INC. Page: 1
 R/M Date: 03/31/08 BILLING HISTORY BY INVOICE Time: 09:58 AM

LINE	WORK DATE	WORK CODE CODE DESCRIPTION	EMPTY CODE	INVOICE NUMBER
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FEDERAL-MOGUL CORP DEFINED 0000800

BILLING ACTIVITY FOR THE YEAR '03

FOR DATE: 02/03
 02/28/03 CP4 BUNDLED CONSULTING & RPTS RAG \$33,556.25 0302103
 DATE 02/03 TOTAL \$33,556.25
 =====

FOR DATE: 05/03
 05/31/03 CP4 BUNDLED CONSULTING & RPTS RAG \$33,556.25 0305133
 DATE 05/03 TOTAL \$33,556.25
 =====

FOR DATE: 08/03
 08/31/03 CP4 BUNDLED CONSULTING & RPTS RAG \$33,556.25 0308144
 DATE 08/03 TOTAL \$33,556.25
 =====

FOR DATE: 09/03
 09/30/03 CP4 BUNDLED CONSULTING & RPTS RAG \$33,556.25- 0309179
 DATE 09/03 TOTAL \$33,556.25-
 =====

FOR DATE: 10/03
 10/31/03 CP4 BUNDLED CONSULTING & RPTS RAG \$21,000.00- 0310220
 10/31/03 CP4 BUNDLED CONSULTING & RPTS RAG \$23,750.00 0310220
 DATE 10/03 TOTAL \$2,750.00
 =====

FOR DATE: 11/03
 11/30/03 CP4 BUNDLED CONSULTING & RPTS RAG \$23,750.00 0311140
 DATE 11/03 TOTAL \$23,750.00
 =====
 BILLING ACTIVITY '03 TOTAL: \$93,612.50
 =====
 FEDERAL-MOGUL CORP DEFINED TOTAL: \$93,612.50
 =====
 REPORT TOTAL: \$93,612.50
 =====

Run Date: 04/17/08 SEG CALLAN ASSOCIATES INC. Page: 1
 R/M Date: 03/31/08 BILLING HISTORY BY INVOICE Time: 09:58 AM

LINE	WORK DATE	WORK CODE	EMPLOYEE CODE	INVOICE NUMBER
		CODE DESCRIPTION		

FEDERAL-MOGUL CORP DEFINED 0000800

BILLING ACTIVITY FOR THE YEAR '04

FOR DATE: 02/04
 02/29/04 CP4 BUNDLED CONSULTING & RPTS RAG \$23,750.00 0402125

DATE 02/04 TOTAL \$23,750.00

=====

FOR DATE: 05/04
 05/31/04 CP4 BUNDLED CONSULTING & RPTS KEB \$23,750.00 0405104

DATE 05/04 TOTAL \$23,750.00

=====

FOR DATE: 08/04
 08/31/04 CP4 BUNDLED CONSULTING & RPTS KEB \$23,750.00 0408065

DATE 08/04 TOTAL \$23,750.00

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FOR DATE: 11/04
 11/30/04 CP4 BUNDLED CONSULTING & RPTS KEB \$23,750.00 0411134
 11/30/04 IE INTL SEARCH- EQUITY KEB \$28,000.00 0411134

DATE 11/04 TOTAL \$51,750.00

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BILLING ACTIVITY '04 TOTAL: \$123,000.00

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FEDERAL-MOGUL CORP DEFINED TOTAL: \$123,000.00

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REPORT TOTAL: \$123,000.00

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Run Date: 04/17/08 SEG CALLAN ASSOCIATES INC. Page: 1
R/M Date: 03/31/08 BILLING HISTORY BY INVOICE Time: 09:58 AM

LINE DATE	WORK CODE DESCRIPTION	EMPLOYEE CODE	INVOICE NUMBER
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FEDERAL-MOGUL CORP DEFINED 0000800

BILLING ACTIVITY FOR THE YEAR '05

FOR DATE: 02/05

02/28/05 CP4	BUNDLED CONSULTING & RPTS	KEB	\$23,750.00	0502111

		DATE 02/05 TOTAL	\$23,750.00	=====
			=====	

FOR DATE: 05/05

05/31/05 CP4	BUNDLED CONSULTING & RPTS	KEB	\$23,750.00	0505104

		DATE 05/05 TOTAL	\$23,750.00	=====
			=====	

FOR DATE: 08/05

08/31/05 CP4	BUNDLED CONSULTING & RPTS	KEB	\$23,750.00	0508080

		DATE 08/05 TOTAL	\$23,750.00	=====
			=====	

FOR DATE: 09/05

09/30/05 CP4	BUNDLED CONSULTING & RPTS	KEB	\$23,750.00	0509314

DATE 09/05 TOTAL \$23,750.00

=====

BILLING ACTIVITY '05 TOTAL: \$95,000.00

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FEDERAL-MOGUL CORP DEFINED TOTAL: \$95,000.00

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REPORT TOTAL: \$95,000.00

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Apr 17 08 09:47a De Luce

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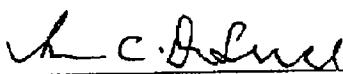
p.2

2000	\$429,294.63
2001	\$267,991.44
2002	\$132,112.50
2003	\$93,612.50
2004	\$123,000.00
2005	\$95,000.00
2006	\$0.00

A copy of the relevant billing invoices and reports to the Federal-Mogul Corporation Pension Plan for each calendar year is attached as Exhibit A.

I state under penalty of perjury that the foregoing is true and correct.

San Francisco, California
April 17, 2008



Ann C. DeLuce